

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

JUSTIN R. KIMBROUGH, *et al.*,

Defendants.

Case No. 4:22-cv-000558 (SDJ)

**CONSENT MOTION TO ENTER FINAL JUDGMENTS AS TO DEFENDANTS
JUSTIN R. KIMBROUGH AND PROSPERITY CONSULTANTS, LLC**

Plaintiff Securities and Exchange Commission (“SEC”), with the consent of Defendants Justin R. Kimbrough and Prosperity Consultants, LLC (“Prosperity”) (collectively, the “Moving Defendants”), hereby moves the Court to enter Final Judgments as to the Moving Defendants.

The SEC filed this action on July 1, 2022. (ECF No. 1.) On November 14, 2023, the Court granted the Moving Defendants’ unopposed motion to stay these proceedings pending the resolution of Defendant Kimbrough’s related criminal proceeding, *United States v. Kimbrough*, 4:22-CR-152. (ECF No. 54.) The criminal matter has now concluded, and Defendant Kimbrough has been sentenced. The SEC and counsel for the Moving Defendants met, conferred, and reached a settlement that resolves this matter as to the Moving Defendants. Defendant Kimbrough’s signed Consent as to the entry of a Final Judgment is attached to this motion as Exhibit 1. Defendant Prosperity’s signed Consent as to the entry of a Final Judgment is attached to this motion as Exhibit 2. The SEC, with the consent of the Moving Defendants, requests that the Court enter Final Judgments reflecting these settlements.

The proposed Final Judgment as to Defendant Justin Kimbrough is attached as Exhibit 3.

In brief, it includes the following relief:¹

- 1) it enjoins Kimbrough from violating Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”), Rule 10b-5 thereunder, Section 15(a)(1) of the Exchange Act, and Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”);
- 2) it enjoins Kimbrough from directly or indirectly participating in the issuance, purchase, offer, or sale of any security, other than securities listed on a national securities exchange for his own personal account;
- 3) it bars Kimbrough from serving as an officer or director of a public company with a class of securities registered with the SEC or a company that is subject to certain filing obligations with the SEC; and
- 4) it finds that Kimbrough is jointly and severally liable, with Prosperity, for disgorgement of \$1,137,437.45 and prejudgment interest thereon in the amount of \$86,882.82, but deems his obligation to make those payments satisfied by the entry of the forfeiture order in the related criminal proceeding;

The proposed Final Judgment as to Defendant Prosperity is attached as Exhibit 4. In

brief, it includes the following relief:

- 1) it enjoins Prosperity from violating Section 10(b) of the Exchange Act and Rules 10b-5(a) and (c) thereunder, and Sections 17(a)(1) and (3) of the Securities Act;
- 2) it finds that Prosperity is jointly and severally liable, with Kimbrough, for disgorgement of \$1,137,437.45 and prejudgment interest thereon in the amount of \$86,882.82, but deems its obligation to make those payments satisfied by the entry of the forfeiture order in the related criminal proceeding.

The parties jointly request that the Court enter the proposed Final Judgments as to the Moving Defendants. Mr. Kimbrough has consented to these proposed Final Judgments on behalf of himself and Prosperity, and counsel for the Moving Defendants has reviewed the Consents and proposed Final Judgments and has signed the Consents to reflect his approval as to form.

¹ The full terms of the proposed Final Judgments are set forth in Exhibits 3 and 4, and nothing in this motion alters any terms of those Final Judgments.

CONCLUSION

Accordingly, for the reasons set forth above, the parties jointly request that the Court enter the Proposed Final Judgments as to Defendants Kimbrough and Prosperity.

Dated: August 1, 2025

Respectfully submitted,

/s/ John B. Timmer

John B. Timmer
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CERTIFICATE OF CONFERENCE

I certify that on July 31, 2025, I conferred via e-mail with Sam Almasri, attorney for Justin Kimbrough and Prosperity Consultants, LLC. It was agreed that the Defendants consent to this motion.

August 1, 2025

/s/ John B. Timmer

John B. Timmer

CERTIFICATE OF SERVICE

I hereby certify that on August 1, 2025, I filed a copy of the foregoing using this Court's CM/ECF system, thereby causing a copy of the document to be served on all parties of record who have registered for ECF filing.

/s/ John B. Timmer
John B. Timmer